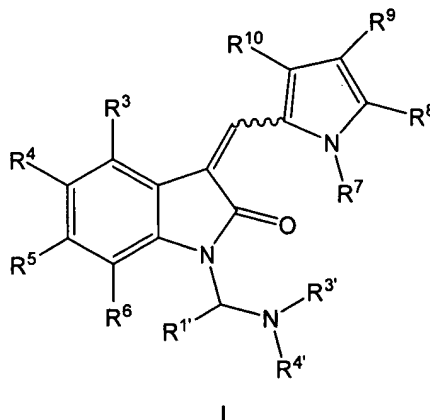


Listing of claims:

Claims 1-36 (Canceled)

37. (Currently amended) A compound of the formula I:



wherein

R^3 , R^5 and R^6 are independently selected from the group consisting of hydrogen, alkyl, trihaloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heteroalicyclic, hydroxyl, alkoxy, aryloxy, mercapto, alkylthio, arylthio, sulfinyl, sulfonyl, S-sulfonamido, N-sulfonamido, trihalomethane-sulfonamido, carbonyl, C-carboxy, O-carboxy, C-amido, N-amido, cyano, nitro, halo, O-carbamyl, N-carbamyl, O-thiocarbamyl, N-thiocarbamyl, amino, and $-NR^{11}R^{12}$ where R^{11} and R^{12} are independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, aryl, carbonyl, acetyl, sulfonyl, trifluoromethanesulfonyl or, R^{11} and R^{12} , together with the nitrogen to which they are attached, combined form a five- or six- member heteroalicyclic ring;

R^7 is hydrogen;

R^4 is hydrogen or halo;

$R^{1'}$ is hydrogen or methyl;

R^8 and R^{10} are independently unsubstituted lower alkyl;

R^9 is $-C(=O)NHR^{13}$ wherein R^{13} is lower alkyl substituted with amino or heteroalicyclic and

optionally substituted with hydroxy; and

~~R^3 and R^4 are lower alkyl optionally substituted hydroxyl; or~~

~~R^3 and R^4 , together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of an unsubstituted pyrrolidin-1-yl, 2-(S)-hydroxymethylpyrrolidin-1-yl, 2-(S)-carboxypyrrolidin-1-yl, piperazin-1-yl, and 4-methylpiperazin-1-yl; or~~

~~R^3 and R^4 together with the nitrogen atom to which they are attached form a heteroaryl ring selected from the group consisting of pyrro-1-yl, pyridin-1-yl, oxazol-3-yl, isoxazol-2-yl, pyrazin-1-yl, pyradizin-1-yl, quinolin-1-yl, and imidazol-1-yl.~~

38. (Previously presented) The compound of claim 37, wherein R^3 , R^5 and R^6 are hydrogen.

39. (Previously presented) The compound of claim 37, wherein R⁴ is hydrogen or fluoro.

40. (Previously presented) The compound of claim 37, wherein R^{1'} is hydrogen.

41. (Previously presented) The compound of claim 37, wherein R⁸ and R¹⁰ are each methyl.

Claims 42-43. (Canceled)

44. (Previously presented) The compound of claim 37, wherein R⁹ is (2-diethylaminoethyl)-aminocarbonyl, (2-ethylaminoethyl)aminocarbonyl, 3-(morpholin-4-yl)propyl-aminocarbonyl or 3-(morpholin-4-yl)-2-hydroxypropylaminocarbonyl.

45. (Previously presented) The compound of claim 37 wherein R⁹ is (2-diethylaminoethyl)-aminocarbonyl or 3-(morpholin-4-yl)-2-hydroxypropylaminocarbonyl.

46. (Previously presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier or excipient and the compound of claim 37.

Claims 47-53 (Cancelled)